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Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153-0119

EXHIBIT B
Transaction Notice

1
2 **UNITED STATES BANKRUPTCY COURT**
3 **NORTHERN DISTRICT OF CALIFORNIA**
4 **SAN FRANCISCO DIVISION**

5 **In re:**

6 **PG&E CORPORATION,**

7 **- and -**

8 **PACIFIC GAS AND ELECTRIC**
9 **COMPANY,**

10 **Debtors.**

- 11
- 12
- 13
- 14 Affects PG&E Corporation
15 Affects Pacific Gas and Electric Company
16 Affects both Debtors
-

17 Bankruptcy Case
18 No. 19-30088 (DM)

19 Chapter 11
20 (Lead Case)
21 (Jointly Administered)

22 **TRANSACTION NOTICE**

23

24 **PLEASE TAKE NOTICE** that on January 29, 2019 (the “**Petition Date**”), PG&E
25 Corporation and Pacific Gas and Electric Company, as debtors and debtors in possession (the
26 “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), each filed a voluntary
27 petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”)
28 with the United States Bankruptcy Court for the Northern District of California (San Francisco
Division) (the “**Bankruptcy Court**”).

29

30 **PLEASE TAKE FURTHER NOTICE** that the Bankruptcy Court approved an
31 Order Establishing Procedures for De Minimis Asset Transactions [Docket No. [●]] (the “**De
32 Minimis Asset Sale Procedures Order**”), whereby the Bankruptcy Court authorized the Debtors to
33 sell or transfer in the ordinary course of the Debtors’ business and without further order of the Court
34 certain assets, including any rights or interests therein, that are no longer of any use to the Debtors’
35 business and are of relatively de minimis value compared to the Debtors’ total asset base (collectively,
36 the “**De Minimis Assets**”).

1 **PLEASE TAKE FURTHER NOTICE** that, pursuant to the De Minimis Asset Sale
2 Procedures Order, the Debtors propose to sell or transfer the De Minimis Assets set forth and
3 described on **Exhibit A** attached hereto (the “**De Minimis Assets**”). **Exhibit A** identifies, for each
4 De Minimis Asset: (i) a description of the De Minimis Asset proposed to be sold or transferred, (ii)
5 the identity of the purchaser or transferee and any relationship such party has with the Debtors, (iii)
6 the identities of any lienholder(s) known to the Debtors as holding liens on or with respect to the De
7 Minimis Asset, (iv) the material economic terms and conditions of the proposed De Minimis Asset
8 Sale (which may be provided by attaching the applicable contract or contracts to this notice), and (v)
9 any proposed commission, fees, or other similar expenses to be paid in connection with such
10 transaction.

11 **PLEASE TAKE FURTHER NOTICE** that, pursuant to the De Minimis Asset Sale
12 Procedures Order, any recipient of this notice may object to the proposed transaction (each, an
13 “**Objection**”) on or before _____, _____. Objections must: (i) be in writing; (ii) set
14 forth the name of the objecting party; (iii) provide the basis for the Objection and the specific grounds
15 therefor; (iv) be filed electronically with the Court; and (v) be served on (1) the Debtors, (2) Weil,
16 Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Stephen Karotkin,
17 Esq. and Jessica Liou, Esq.), as counsel to the Debtors, and (3) Keller & Benvenutti LLP, 650
18 California Street, Suite 1900, San Francisco, CA 94108 (Attn: Tobias S. Keller, Esq. and Jane Kim,
19 Esq.), as co-counsel to the Debtors, all in accordance with the procedures set forth in the *Second*
20 *Amended Order Implementing Certain Notice and Case Management Procedures* [Docket No. 1996]
21 (the “**Case Management Order**”), so as to be received on or before 4:00 p.m. (Pacific Time) on the
22 last day of the Notice Period.

23 **PLEASE TAKE FURTHER NOTICE** that, pursuant to the De Minimis Asset Sale
24 Procedures Order, if an Objection is properly filed and served: (i) the Objection shall be deemed a
25 request for a hearing on the sale of the De Minimis Asset (the “**Noticed De Minimis Asset Sale**”)
26 and the Objection shall be heard at the next scheduled omnibus hearing in these Chapter 11 Cases
27 that is at least ten (10) calendar days after service of the Objection (provided that the Debtors reserve
28

1 the right to seek a hearing prior to such time); and (ii) the Noticed De Minimis Asset Sale may not
2 proceed absent (1) withdrawal of the Objection or (2) entry of an Order by the Court approving the
3 Noticed De Minimis Asset Sale.

4 **PLEASE TAKE FURTHER NOTICE** that, pursuant to the De Minimis Asset Sale
5 Procedures Order, if no Objection is timely filed and served, (1) such Noticed De Minimis Asset Sale
6 shall be deemed final and fully authorized by the Court, and no additional or further notice or Court
7 approval to consummate the Noticed De Minimis Asset Sale shall be required, and (2) the Debtors
8 shall be authorized to take any actions that are reasonable and necessary to close the Noticed De
9 Minimis Sale and obtain the sale proceeds and pay any necessary fees and expenses incurred in
10 connection therewith, including paying all reasonable commissions and fees to third-party sale
11 agents, or auctioneers in connection with the Noticed De Minimis Sale.